

LIGHTSHIP HOLDING, INC.

**ACTIONS OF THE BOARD OF DIRECTORS
TAKEN BY UNANIMOUS WRITTEN CONSENT**

(March 18, 2005)

Pursuant to the applicable provisions of the Delaware General Corporation Law, as amended, and the Amended and Restated Certificate of Incorporation dated as of February 8, 2002 and Bylaws of Lightship Holding, Inc. ("**Company**"), the undersigned, constituting all of the members of the Board of Directors of Company, hereby consent to, adopt and approve the following actions (collectively, the "**Actions**"), which Actions shall have the same force and effect as if taken by affirmative vote at a meeting of the Board of Directors of Company, duly called and held, all notice of said meeting being waived, and direct that this Written Consent to such Actions be filed with the minutes of the proceedings of the Board of Directors of Company.

WHEREAS, the Company has negotiated the terms of an Agreement and Plan of Merger (the "**Merger Agreement**") with CTC Communications Group, Inc. ("**CTC**") and CTC Communications Acquisition Corp., a subsidiary of CTC ("**Merger Sub**"), providing for the merger of Merger Sub with and into Holding, with the result that Holding, as the surviving corporation in the merger, will become a wholly-owned subsidiary of CTC, and the former stockholders of the Company (the "**Former Stockholders**") will receive aggregate merger consideration of \$66 million in cash less amounts required to repay certain existing indebtedness and to pay all transaction fees and expenses, all as more particularly described in the Merger Agreement and on the terms and subject to the conditions contained therein;

NOW THEREFORE, BE IT RESOLVED, that after review of the Merger Agreement (including the schedules and exhibits attached thereto) presented to the undersigned:

1. The Board of Directors approves the Merger Agreement (including the schedules and exhibits attached thereto), declares its advisability, and authorizes any officer of Company, in the name and on behalf of Company, to execute the Merger Agreement, substantially in the form reviewed by the Board of Directors.

2. The Board of Directors recommends that the Company's stockholders approve the Merger Agreement and all of the schedules and exhibits substantially in the forms attached thereto, including, without limitation, the following exhibits:

a. the Certificate of Merger, to be filed with the Office of the Secretary of State of the State of Delaware, to effect the merger;

b. the Stockholder Representative Agreement, pursuant to which a committee to be established thereby will be appointed by each Former Stockholder, except as set forth therein, as agent and attorney-in-fact with respect to all matters arising under such agreement, the Merger Agreement, the Paying Agent Agreement and the Indemnification Escrow Agreement;

c. the Paying Agent Agreement with Mellon Investor Services, LLC ("Mellon"), pursuant to which Mellon has agreed to deliver to each of the Former Stockholders their portion of the merger consideration to be received from CTC at the closing of the merger (the "Closing") upon surrender of the stock certificates (or other approved documentation) representing such Former Stockholder's share ownership interest in the Company; and

d. the Indemnification Escrow Agreement, pursuant to which \$7,000,000 of the merger consideration to be received from CTC at Closing will be placed into escrow as collateral security for the indemnification obligations of the Former Stockholders in the Merger Agreement, to be administered and disbursed by Mellon, subject to the terms therein, as follows: (i) \$2,000,000 on the date that is six months following the Closing, (ii) \$3,000,000 on the date that is eighteen months following the Closing, and (iii) \$2,000,000 on the date that is thirty-six months following the Closing.

3. Subject to the receipt of the Company stockholders' approval, any officer of Company is hereby authorized, empowered and directed, in the name and on behalf of Company to execute and/or deliver any and all of the agreements, exhibits and documents required by the Merger Agreement to be executed and/or delivered by the Company and to do and perform all such further acts and things, including to execute, file and deliver in the name and on behalf of Company (including on behalf of Lightship Telecom L.L.C., the Company's wholly-owned subsidiary ("Lightship Telecom")) with any state and local regulatory bodies, such statements, schedules, reports, documents and other filings as may be necessary or advisable in order to consummate the aforesaid transactions, with such changes as the officer(s) executing and/or delivering such documents shall approve, the execution and/or delivery of same to be deemed conclusive evidence of such approval, all without further action by the Board of Directors of Company, and any and all actions taken heretofore and hereafter to accomplish such purposes all or singularly, are hereby adopted, approved, ratified and confirmed.

(00025664;v1)

4. All actions previously taken by any director, officer, employee or agent of the Company and/or Lightship Telecom in connection with or related to the matters set forth in or reasonably contemplated or implied by the foregoing Actions be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of Company.

This Written Consent may be executed in any number of counterparts, each of which shall constitute an original but all of which together shall constitute one and the same instrument. Facsimile signatures on this Written Consent of the Board of Directors are permitted and shall have the same force and effect as manual signatures hereon.

* * * * *

[SIGNATURE PAGE FOLLOWS]

[SIGNATURE PAGE TO WRITTEN CONSENT OF DIRECTORS]

IN WITNESS WHEREOF, the undersigned have duly executed these Actions of the Board of Directors taken by Unanimous Written Consent as of the date first above written.



JAMES HOUGHTON

THOMAS MATLACK

STEPHAN OPPENHEIMER

KEVIN O'HARE

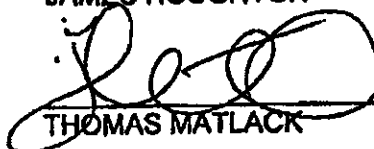
STEVEN SKINNER

WILLIAM STUEK

[SIGNATURE PAGE TO WRITTEN CONSENT OF DIRECTORS]

IN WITNESS WHEREOF, the undersigned have duly executed these Actions of the Board of Directors taken by Unanimous Written Consent as of the date first above written.

JAMES HOUGHTON



THOMAS MATLACK

STEPHAN OPPENHEIMER

KEVIN O'HARE

STEVEN SKINNER

WILLIAM STUEK

JPMORGAN PARTNERS

(TUE) 3. 22' 05 19:12/ST. 19:11/NO. 4860589237 P 2

[SIGNATURE PAGE TO WRITTEN CONSENT OF DIRECTORS]

IN WITNESS WHEREOF, the undersigned have duly executed these
Actions of the Board of Directors taken by Unanimous Written Consent as of the date
first above written.

JAMES HOUGHTON

THOMAS MATLACK



STEPHAN OPPENHEIMER

KEVIN O'HARE

STEVEN SKINNER

WILLIAM STUEK

[SIGNATURE PAGE TO WRITTEN CONSENT OF DIRECTORS]

IN WITNESS WHEREOF, the undersigned have duly executed these Actions of the Board of Directors taken by Unanimous Written Consent as of the date first above written.

JAMES HOUGHTON

THOMAS MATLACK

STEPHAN OPPENHEIMER



KEVIN O'HARE



STEVEN SKINNER

WILLIAM STUEK

[SIGNATURE PAGE TO WRITTEN CONSENT OF DIRECTORS]

IN WITNESS WHEREOF, the undersigned have duly executed these Actions of the Board of Directors taken by Unanimous Written Consent as of the date first above written.

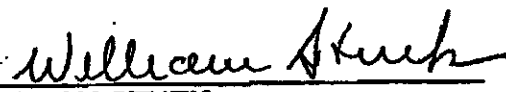
JAMES HOUGHTON

THOMAS MATLACK

STEPHAN OPPENHEIMER

KEVIN O'HARE

STEVEN SKINNER



WILLIAM STUEK